CEREBRA
Total I.T. Solutions
An ISO 9001 : 2008 Company

Cerebra Integrated Technologies Limited
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CIN : L85110KA1993PLC015091

CHAIRMAN'S REPORT

Based on the remote e-voting facility provided by Karvy Computershare Private Limited (Karvy) from 25th September, 2015 at 9.00 A.M. to 28th September, 2015 at 5.00 P.M. and poll taken at the 21st Annual General Meeting of the Company held on Tuesday, 29th September, 2015 and the report of the Scrutinizer dated 1st October, 2015, it is hereby declared that the following resolutions have been passed as per the Companies Act, 2013 with requisite majority:

ORDINARY BUSINESS:

Item No. 1 as an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss that date together with the Board's Report and Auditors' Report thereon.

"RESOLVED THAT the Audited Financial Statements including the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for that date together with the Board's Report and Auditors' Reports thereon be and are hereby received, considered and adopted."

Item No. 2 as an Ordinary Resolution:

To appoint a Director in place of Mr. Vishwamurthy Phalanetra who retires by rotation and is eligible for re-appointment:

"RESOLVED THAT Mr. Vishwamurthy Phalanetra, Director, be and is hereby appointed as a Director of the Company who retires by rotation and being eligible, offers himself for reappointment".

CEREBRA INTEGRATED TECHNOLOGIES LTD. Bangalore

CORPORATE OFFICE : 26/4, 'A' Block, 2nd Floor, Industrial Suburb, Rajajinagar, Bengaluru - 560 055.
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Item No. 3 as an Ordinary Resolution:

Appointment of Messrs Ishwar & Gopal, Chartered Accountants, as Statutory Auditors and to authorize the Board of Directors to fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs Ishwar & Gopal, Chartered Accountants, having ICAI Firm Registration No. 001154S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial years 2015-16 to 2019-20 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company".

SPECIAL BUSINESS:

Item No. 4 as an Ordinary Resolution:

Appointment of Ms. Preethi Javali as a Director:

"RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013, Ms. Preethi Javali (holding DIN 07157145), who was appointed as an Additional Director of the Company by the Board of Directors, and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

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Item No. 5 as an Ordinary Resolution:

Appointment of Mr. P.E. Krishnan as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. P E Krishnan (holding DIN 01897686), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a term up to 13th February, 2020".

Item No. 6 as a Special Resolution

Disinvestment by the Company as per Companies Act, 2013 and Clause 49 of the Listing Agreement:

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and clause 49 of the Listing Agreement, approval be and is hereby accorded to dispose the Shares in Geeta Monitors Private Limited (GMPL), material Subsidiary reducing the shareholding to less than 50% and actions already taken in this respect be and is hereby ratified".

V Ranganathan
Chairman

Bangalore.
1st October, 2015

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